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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	:
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:
	:
<b>Debtors.</b>	:
	:
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**Chapter 11 Case No.**  
**09-50026 (REG)**  
**(Jointly Administered)**

**ORDER GRANTING (I) APPLICATIONS  
FOR ALLOWANCE OF INTERIM COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES INCURRED FROM OCTOBER 1, 2009 THROUGH JANUARY 31, 2010  
AND (II) APPLICATIONS FOR ALLOWANCE OF INTERIM COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES INCURRED FROM JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

Upon consideration of (i) the applications<sup>1</sup> seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith (collectively, the “**Second Interim Applications**”) for the period commencing October 1, 2009 through January 31, 2010 (the “**Second Compensation**

<sup>1</sup> Docket Nos. 5263, 5279, 5285, 5290, 5291, 5293, 5294, 5295, and 5296. The application of LFR Inc. for the Second Compensation Period [Docket No. 5270] was adjourned by stipulation and Court order [Docket No. 6105] to the hearing date to consider the applications for the third compensation period which has not yet been scheduled. The order approving the application for Stuart Maue covering the period January 22, 2010 through April 22, 2010 [Docket No. 5969] (the “**First Stuart Maue Application**”) was entered on July 15, 2010 [ Docket No. 6342]. Stuart Maue did not render services prior to January 22, 2010.

**Period**”), pursuant to sections 330 and 331 of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), filed by the professionals listed on **Schedule “A”** annexed hereto, (ii) the applications<sup>2</sup> seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith (collectively, the “**Adjourned First Interim Applications**”) for the period commencing June 1, 2009 through September 30, 2009 (the “**First Compensation Period**”), pursuant to sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016, filed by the professionals listed on **Schedule “B”** annexed hereto (collectively with the professionals listed on Schedule “A,” the “**Retained Professionals**”), (iii) the individual reports and objections of the appointed fee examiner in these chapter 11 cases (the “**Fee Examiner**”) to the Second Interim Applications<sup>3</sup> and the Adjourned First Interim Applications<sup>4</sup> (collectively, the “**Fee Examiner Objections**”), (iv) the summary report and recommendation of the Fee Examiner with respect to the Second Interim Applications and the Adjourned First Interim Applications, dated June 23, 2010 [Docket No. 6116] (the “**Fee Examiner Report**”), and (v) the response of the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) with respect to the Second Interim Applications and the Adjourned First Interim Applications, dated June 17, 2010 [Docket No. 6065] (“the “**U.S. Trustee Response**”); and upon the replies of certain of the Retained

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<sup>2</sup> The applications of Baker & McKenzie LLP [Docket No. 4454], Brownfield Partners, LLC [Docket No. 4457], and LFR Inc. [Docket No. 4436] for the First Compensation Period were adjourned by stipulation and Court order [Docket Nos. 5560, 5604, and 5632] and were considered at the hearing held on June 29, 2010. The first and final application of Evercore Group, L.L.C. was adjourned at the hearing on April 29, 2010 until a date to be determined. Such date has not yet been determined.

<sup>3</sup> Docket Nos. 6081, 6082, 6084, 6086, 6087, 6088, 6091, 6092, 6094, 6095, and 6127. The Fee Examiner did not submit an individual report and objection with respect to the First Stuart Maue Application.

<sup>4</sup> Docket Nos. 5543, 5565, 5566, 6080, 6084, and 6088.

Professionals;<sup>5</sup> and notice having been given pursuant to Bankruptcy Rule 2002(a)(6) and (c)(2) and the Third Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures [Docket No. 5670], and it appearing that no other or further notice need be provided; and a hearing having been held on June 29, 2010 to consider the Second Interim Applications and the Adjourned First Interim Applications and a ruling (the “**Ruling**”) having been read into the record by the Court at the telephonic hearing held on July 6, 2010; and the Court having overruled in part and sustained in part certain objections and responses of the Fee Examiner and the U.S. Trustee as set forth in the Ruling; and it appearing that the amounts set forth on Schedule “A,” Schedule “B,” and Schedule “C” (which Schedule “C” summarizes fees and expenses for the First and Second Compensation Period) properly incorporate the Court’s Ruling; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, pursuant to sections 330 and 331 of the Bankruptcy Code, the Second Interim Applications of the Retained Professionals are granted as provided in Schedule “A”; and it is further

ORDERED that, pursuant to sections 330 and 331 of the Bankruptcy Code, the Adjourned First Interim Applications of the Retained Professionals are granted as provided in Schedule “B”; and it is further

ORDERED that payment of ten percent (10%) of the fees awarded herein as set forth on Schedule “A” and Schedule “B” shall continue to be held back until further order of the Court (the “**Holdback**”); and it is further

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<sup>5</sup> The replies of the professionals with respect to the Second Interim Applications are at Docket Nos. 6118, 6125, 6132, 6157, and 6165. Only Brownfield Partners, LLC filed a reply with respect to the Adjourned First Interim Applications, at Docket No. 6165.

ORDERED that the Debtors are directed and authorized, upon entry of this Order, to pay each Retained Professional promptly by wire transfer or check all the fees and expenses allowed herein less (a) the Holdback and (b) the amounts previously paid by the Debtors; *provided, however*, that any prepetition retainers held by the Retained Professionals shall first be applied to satisfy such payments; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York

**July 22, 2010**

**s/ Robert E. Gerber**

United States Bankruptcy Judge

**SCHEDULE A**

**Current (Second) Compensation Period: October 1, 2009 to January 31, 2010**

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, *et al.* (f/k/a General Motors Corp. *et al.*)

Applicant	Date/Document No. of Application	Fees Requested	Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Fees Payable by Debtors	Expenses Requested	Expenses Awarded
Weil, Gotshal & Manges LLP	3/17/10 5295	\$5,903,901.25	\$5,807,621.90	\$580,762.19	\$5,226,859.71	\$398,725.81	\$373,937.96
Kramer Levin Naftalis & Frankel LLP	3/17/10 5296	\$1,148,977.75	\$1,118,312.88	\$111,831.29	\$1,006,481.59	\$31,103.29	\$27,868.83
Butzel Long, a professional corporation	3/17/10 5293	\$258,825.50	\$253,659.37	\$25,365.94	\$228,293.43	\$12,188.98	\$11,109.70
FTI Consulting, Inc.	3/16/10 5279	\$2,066,666.00	\$2,066,666.00	\$206,666.60	\$1,859,999.40	\$18,756.18	\$18,688.23
Plante & Moran, PLLC	3/17/10 5294	\$354,195.70	\$354,195.70	\$35,419.57	\$318,776.13	\$5,247.32	\$5,152.55
Jenner & Block LLP	3/15/10 5263	\$45,622.50	\$40,043.50	\$4,004.35	\$36,039.15	\$6,208.97	\$5,514.68
The Claro Group, LLC	3/17/10 5290	\$652,010.50	\$645,889.20	\$64,588.92	\$581,300.28	\$9,138.41	\$9,138.41
Brownfield Partners, LLC	3/17/10 5291	\$381,757.40	\$371,967.65	\$37,196.77	\$334,770.89	\$27,480.81	\$24,849.50
Jones Day	3/17/10 5285	\$10,297.00	\$10,297.00	\$1,029.70	\$9,267.30	\$1,232.09	\$1,232.09

Schedule A

Date: July 22, 2010

Initials: REG, USBJ

**SCHEDULE B**

**First Compensation Period: June 1, 2009 to September 30, 2009**

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, *et al.* (f/k/a General Motors Corp. *et al.*)

Applicant	Date/Document No. of Application	Fees Requested	Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Fees Payable by Debtors	Expenses Requested	Expenses Awarded
LFR Inc.	11/12/09 4436	\$633,772.80	\$630,769.03	\$63,076.90	\$567,692.13	\$43,447.98	\$23,842.74
Baker & McKenzie LLP	11/16/09 4454	\$1,262,789.76	\$1,046,409.68	\$104,640.97	\$941,768.71	\$21,619.20	\$21,785.99
Brownfield Partners, LLC	11/16/09 4457	\$213,914.75	\$212,525.75	\$21,252.58	\$191,273.17	\$16,294.80	\$14,768.99

Schedule B

Date: July 22, 2010

Initials: **REG**, USBJ



**SCHEDULE C**

**SUMMARY: ALL COMPENSATION PERIODS**  
**(INCLUDING THIS PERIOD)**

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, *et al.* (f/k/a General Motors Corp. *et al.*)

<b>Applicant</b>	<b>Total Fees Requested</b>	<b>Total Fees Awarded (Including Fees Held Back)</b>	<b>Fees Held Back (10%)</b>	<b>Fees Payable by Debtors</b>	<b>Total Expenses Requested</b>	<b>Total Expenses Awarded</b>
Weil, Gotshal & Manges LLP	\$23,814,864.50	\$23,494,067.87	\$2,349,406.79	\$21,144,661.08	\$993,932.48	\$924,198.91
Kramer Levin Naftalis & Frankel LLP	\$5,742,888.25	\$5,597,375.38	\$559,737.54	\$5,037,637.84	\$116,151.06	\$112,437.93
Butzel Long, a professional corporation	\$496,601.00	\$489,818.11	\$48,981.81	\$440,836.30	\$33,454.85	\$32,106.25
FTI Consulting, Inc.	\$6,501,702.25	\$6,501,702.25	\$650,170.23	\$5,851,532.02	\$93,257.02	\$91,936.56
Plante & Moran, PLLC	\$354,195.70	\$354,195.70	\$35,419.57	\$318,776.13	\$5,247.32	\$5,152.55
Honigman Miller Schwartz and Cohn LLP	\$2,297,160.00	\$2,280,456.92	\$228,045.69	\$2,052,411.23	\$16,799.46	\$16,230.45
Jenner & Block LLP	\$4,995,985.45	\$4,939,811.55	\$493,981.16	\$4,445,830.39	\$276,648.23	\$267,895.74
The Claro Group, LLC	\$841,573.50	\$817,902.79	\$81,790.28	\$736,112.51	\$10,026.46	\$9,575.87
LFR Inc.	\$633,772.80	\$630,769.03	\$63,076.90	\$567,692.13	\$43,447.98	\$23,842.74
Brownfield Partners, LLC	\$595,672.15	\$584,493.40	\$58,449.34	\$526,044.06	\$43,775.61	\$24,849.50
Baker & McKenzie LLP	\$1,262,789.76	\$1,046,409.68	\$104,640.97	\$941,768.71	\$21,619.20	\$21,785.99
Jones Day	\$465,693.65	\$465,693.65	\$46,569.37	\$419,124.28	\$5,591.62	\$5,591.62

Schedule C

Date: July 22, 2010

Initials: REG, USBJ